

CERNER CORP /MO/
Form 4
May 06, 2009

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
NAUGHTON MARC G

(Last) (First) (Middle)

2800 ROCKCREEK PARKWAY

(Street)

NORTH KANSAS
CITY, MO 64117

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CERNER CORP /MO/ [CERN]

3. Date of Earliest Transaction
(Month/Day/Year)
05/04/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Sr. VP & CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 05/04/2009 | | S | 1,000 D \$ 53.82 (1) (2) | 15,268 (3) | D | |
| Common Stock | 05/04/2009 | | X | 1,000 A \$ 8.52 | 15,568 | D | |
| Common Stock | | | | | 2,991.4445 | I | by Trust |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-Quallified Stock Option (right to buy) | \$ 8.52 | 05/04/2009 | | X | 1,000 | 05/05/2004 05/05/2009 | Common Stock | 1,000 | |
| Non-Quallified Stock Option (right to buy) | \$ 40.22 | | | | | 03/14/2013 03/14/2018 | Common Stock | 1,000 | |
| Non-Quallified Stock Option (right to buy) | \$ 36.72 | | | | | 03/06/2011 03/06/2019 | Common Stock | 15,000 | |
| Non-Quallified Stock Option (right to buy) | \$ 53.81 | | | | | 03/09/2012 03/09/2017 | Common Stock | 20,000 | |
| Non-Quallified Stock Option (right to buy) | \$ 43.51 | | | | | 03/09/2011 03/09/2016 | Common Stock | 20,000 | |
| Non-Quallified Stock Option (right to buy) | \$ 20.99 | | | | | 06/03/2009 06/03/2014 | Common Stock | 4,000 | |
| Non-Quallified Stock Option (right to buy) | \$ 23.115 | | | | | 04/05/2007 04/05/2012 | Common Stock | 20,000 | |
| Non-Quallified Stock Option (right to buy) | \$ 21.645 | | | | | 06/14/2006 06/14/2011 | Common Stock | 10,000 | |
| Non-Quallified Stock Option (right to buy) | \$ 31.405 | | | | | 06/03/2010 06/03/2015 | Common Stock | 25,000 | |
| | \$ 7.5 | | | | | 02/24/2007 02/24/2022 | | 20,000 | |

Non-Quallified
 Stock Option
 (right to buy)

Common
 Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------|-------|
| | Director | 10% Owner | Officer | Other |
| NAUGHTON MARC G 2800 ROCKCREEK PARKWAY NORTH KANSAS CITY, MO 64117 | | | Sr. VP & CFO | |

Signatures

/s/Tanya Wilson, by Power of
 Attorney 05/06/2009

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Price reflects a weighted-average price for the transaction. Sale of shares took place at actual prices ranging from \$53.81 to \$53.85.
- (2) Full information regarding the number of shares purchased or sold at each separate price shall be provided upon request by the Commission staff, Cerner Corporation, or a Cerner shareholder.
- (3) Reporting person's Direct Ownership Interest in this Form 4 has been adjusted upward by 700 shares since the last filing to reflect a previously unrecorded 2 for 1 stock split on January 10, 2006 related to 700 of the shares directly owned by reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.